



Union Tank Car Company

225 West Washington Street
Chicago, Illinois 60606
312/372-9500

February 28, 1991

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Secretary
Interstate Commerce Commission
12th St. & Constitution Ave., N.W., Room 2215
Washington, DC 20423

Re: Equipment Trust Agreement (Series 13)
Recordation No. 8150

Dear Sir or Madam:

Enclosed are the original and two certified copies of the Ninth Supplemental Equipment Trust Agreement dated as of December 7, 1990, between Union Tank Car Company and Chemical Bank, as Trustee. Also enclosed are the original and two certified copies of a Bill of Sale from the Trustee to Union Tank Car Company.

Please file both of these documents as supplements to the filing referred to above. Enclosed is our check in the amount of \$30 for the filing fee. Please return the certified copies of each of the documents, stamped to show the filing, to me.

If you have any questions, please call me at (312) 845-5336.

Thank you.

Sincerely,

Patrick J. Allen
Senior Attorney

PJA/jf
UTC13
Enclosures

8150-P+Q
RECORDATION NO. FILED MAR 4 1991

MAR 4 1991 -2 00 PM

INTERSTATE COMMERCE COMMISSION

1-063A050

MAR 4 2 25 PM '91
MOTOR OPERATING UNIT



A MEMBER OF THE MARMON GROUP OF COMPANIES

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

3/4/91

Patrick J. Allen
Senior Attorney
Union Tank Car Company
225 West Washington Street
Chicago, Illinois 60606

Dear Sirs:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 3/4/91 at 2:30PM , and assigned recordation number(s). 8150-P and 8150-Q.

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

8150 - P
RECORDED TO FILED 1425

MAR 4 1991 2:00 PM

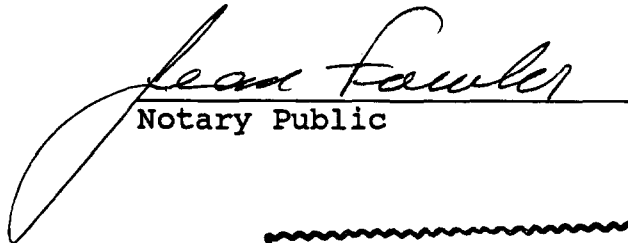
INTERSTATE COMMERCE COMMISSION

STATE OF ILLINOIS)
COUNTY OF COOK)

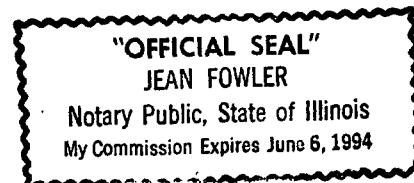
CERTIFICATE

The undersigned, Jean Fowler, a Notary Public in and for said County and State, hereby states that she has compared the attached copy of the Ninth Supplemental Trust Agreement dated as of December 7, 1990 with the original document thereof, and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

In Witness Whereof, the undersigned has set her hand and seal this 25th day of February, 1991.


Notary Public

UTC13



8/50-7

MAR 4 1991 2:00 PM

NINTH SUPPLEMENTAL TRUST AGREEMENT
UNION TANK CAR COMPANY (SERIES 13) INTERSTATE COMMERCE COMMISSION

THIS NINTH SUPPLEMENTAL TRUST AGREEMENT, dated December 7, 1990, by and between Union Tank Car Company ("Company"), a corporation duly organized and existing under the laws of Delaware, and Chemical Bank, as Trustee ("Trustee").

Recitals

A. Company has heretofore executed and delivered to Trustee an Equipment Trust Agreement ("Trust Agreement") dated December 15, 1975, providing for the issue of its Equipment Certificates (Series 13) in aggregate principal amount of \$40,000,000.

B. Company desires to comply with Section 5.06 of the Trust Agreement by the execution of a Supplement thereto, to evidence the inclusion of Equipment as a part of the Trust Equipment under the Trust Agreement.

Agreement

Company hereby covenants and agrees with Trustee, for the equal and proportionate benefit of the respective holders from time to time of the Trust Certificates, as follows:

1. Substitution of Equipment. The Equipment described in Schedule A hereto is hereby substituted for the Equipment described in Schedule B hereto.


2. Substituted Equipment Subject to Trust Agreement. The Equipment described in Schedule A hereto is hereby included as part of the Trust Equipment under the Trust Agreement and is and shall be subject to all the terms and conditions of the Trust Agreement in all respects. The Equipment described in Schedule B hereto is hereby removed from the list of Trust Equipment under the Trust Agreement and is no longer subject to any provisions of the Trust Agreement.

3. Concerning Trustee. Trustee accepts the provisions of this Supplemental Trust Agreement but only upon the terms and conditions set forth in the Trust Agreement, as amended. Without limiting the generality of the foregoing, Trustee assumes no responsibility for the correctness of the recitals herein contained, which shall be taken as the statement of Company. Trustee makes no representations and shall have no responsibility as to the validity of this Supplemental Trust Agreement.

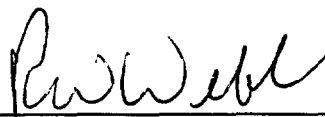
4. Miscellaneous. Except as hereby expressly provided, the Trust Agreement is in all respects ratified and confirmed and all the terms, provisions and conditions thereof shall be and remain in full force and effect. The Supplemental Trust Agreement may be executed in any number of counterparts, each of which shall be an original.

Company and Trustee have caused this Supplemental Trust Agreement to be duly executed by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed, all as of the date first stated above.


UNION TANK CAR COMPANY

By: 
R. C. Gluth,
Executive Vice President

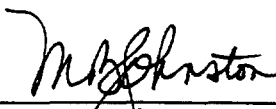
Attest:


Robert W. Webb, Secretary

CHEMICAL BANK

By: 

Attest:


Trust Officer

UTC13

STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

On December 7, 1990, before me personally came R. C. Gluth, to me known, who, being by me duly sworn, did depose and say that he is Executive Vice President of Union Tank Car Company, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.


Notary Public

My Commission Expires:

"OFFICIAL SEAL"

JEAN FOWLER

Notary Public, State of Illinois
My Commission Expires June 6, 1994

STATE OF NEW YORK)
) ss
COUNTY OF New York)

On this 5th day of February, 1991, before me personally came M. K. Conner, to me known, who, being by me duly sworn, did depose and say that she is a Trust Officer of Chemical Bank, one of the corporations described in and which executed the foregoing instrument; that she knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that she signed her name thereto by like order.


Notary Public

My Commission Expires:
6-2-92

FRANK S. FECZKO
Notary Public, State of New York
No. 414861375
Qualified in Queens County
Certificate Filed in New York County
Commission Expires June 2, 1992

UTC13

PROGRAM ACTB1025
 UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
 SCHEDULE A - DESCRIPTION OF EQUIPMENT TRUST
 FOR SUBSTITUTION

RUN DATE: 11/19/90

CERTIFICATE TRUST SERIES: R013

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS	
13	C214	5,701	UTCX57656-UTCX57668	
3	TA	12,000	TCDX 11089, 11090, 11093	
2	TP	17,300	UTLX 27985, 27986	
18	TOTAL			

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
RAILCAR SUBSTITUTIONS (SCHEDULE A)
R 13 SERIES 13 11/19/90

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS	-CODES- CO CTY	DATES-----		CERTIFICATE TRUST COST	NET BOOK VALUE
					IN USE	WRECKED/ RETIRED		
UTCX 57656	C214	5,701	CUFT	1	1	08 77	\$ 47,134	\$ 15,908
UTCX 57657	C214	5,701	CUFT	1	1	08 77	47,134	15,908
UTCX 57658	C214	5,701	CUFT	1	1	08 77	47,134	15,908
UTCX 57659	C214	5,701	CUFT	1	1	08 77	47,134	15,908
UTCX 57660	C214	5,701	CUFT	1	1	08 77	47,134	15,908
UTCX 57661	C214	5,701	CUFT	1	1	08 77	47,134	15,908
UTCX 57662	C214	5,701	CUFT	1	1	08 77	47,134	15,908
UTCX 57663	C214	5,701	CUFT	1	1	08 77	47,134	15,908
UTCX 57664	C214	5,701	CUFT	1	1	08 77	47,134	15,908
UTCX 57665	C214	5,701	CUFT	1	1	08 77	47,134	15,908
UTCX 57666	C214	5,701	CUFT	1	1	08 77	47,134	15,908
UTCX 57667	C214	5,701	CUFT	1	1	08 77	47,134	15,908
UTCX 57668	C214	5,701	CUFT	1	1	08 77	41,707	13,729
TCDX 11089	TA	12,000	GAL	1	1	06 77	41,707	13,729
TCDX 11090	TA	12,000	GAL	1	1	06 77	41,707	13,729
TCDX 11093	TA	12,000	GAL	1	1	06 77	33,000	8,800
UTLX 27985	TP	17,300	GAL	1	1	03 76	33,000	8,800
UTLX 27986	TP	17,300	GAL	1	1	03 76		
TOTAL	18 CARS						\$803,863	\$265,591

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
 SCHEDULE B - DESCRIPTION OF EQUIPMENT TRUST
 FOR SUBSTITUTION - TERMINATED CARS

KUN DALE

PROGRAM ACTB1027

CERTIFICATE TRUST SERIES: K013

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
6	BOXT	70	BCIT841101, BCIT841172, BCIT841179, BCIT841204, BCIT841276, BCIT841349
2	GONC	4,000	CN 199556, UNPX102228
10	LUC	4,750	UTCX45505, UTCX45510, UTCX45548, UTCX45627, UTCX45631, UTCX45643, UTCX45645, UTCX45736, UTCX45735, UTCX45754
2	TA	12,300	12698, 12817
2	TM	13,500	12890, 12892
1	TM	14,000	12473
2	TM	16,000	71528, 71633
1	TM	20,000	75488
1	TM	30,000	40685
1	TP	25,700	96095

28 TOTAL